

REPORT FROM THE FOUNDATION SUB-COMMITTEE

To the IMPLEMENTATION COMMITTEE

The Heritage Foundation sub-committee, consisting of Past presidents Nehemiah Bailey, Herman Stewart and Roy Williams, met on several occasions at the residence of Mr. Herman Stewart to complete this task. The legal issues were researched and documents informing the requirements for incorporating "not for profits" and charities were examined. Mr. Stewart contacted officers and officials from Woodgreen Community Centre and the Woodgreen Foundation. They freely shared ideas and offered their foundation's by-law as a template to guide us. We have relied quite heavily on its contents.

Considerable time and energy was devoted to the choice of a name for the foundation. We brainstormed many potential names and settled on the following in order:

- JamCan Development Foundation
- Caricom Development Foundation
- CanJam Development Foundation
- JAC Development Foundation

We felt that Development is an important component of the name in that the intent and mandate of the foundation is development in and for the identified population segments.

JAC is NOT an acronym. It is its own name and is pronounced JAY-A-C Development Foundation. It was seriously considered along with a long list of other names which were subsequently rejected.

After several meetings we produced the first draft which was circulated to the Implementation Team members and the JCA Board (I think so) on August 22, 2014 for review and comment. Ms Collins kindly circulated to members of her committee as well. Ms Collins took the time to read and forward her comments some of which related to the choice of the name for the foundation, others related to other matters for clarity. No other responses emerged. Our first submission was reviewed by the Transition Team who recommended that our final submission would be enhanced following the visit and tour of the Woodgreen Foundation and a further discussion with its officers. This was done.

The committee met and reviewed the feedback received and have finalized the document that is attached. It considers its work is now complete and is passing it up the line.

We recommend that we proceed post haste with the incorporation process, entrusting it to a reliable and competent attorney to move the process forward. It has been on the back burner too long. The name search will have to be done.

Submitted by:

Miah Bailey
Herman Stewart
Roy Williams

BY-LAW NO.1
OF
THE JamCan DEVELOPMENT FOUNDATION

FINAL DRAFT

1.0 NAME, HEAD OFFICE AND CORPORATE

1.1 NAME: The name of the corporation shall be The JamCan Development Foundation.

1.2 HEAD OFFICE: The Head Office shall be located in the Greater Toronto Area, in the Province of Ontario, and the place therein where the affairs of the Foundation are from time to time carried on.

1.3 SEAL: The corporate seal of the Foundation shall be in the form impressed hereon. Such corporate seal shall remain in the custody of the Secretary or an officer designated by the Secretary with approval of the Board.

1.4 FISCAL YEAR: The fiscal year of the Foundation shall be April 1 to March 31.

2.0 DEFINITIONS

2.1 FOUNDATION: “Foundation” means The JamCan Development Foundation

2.2 CORPORATION: “Corporation” means The JamCan Development Foundation.

2.3 ORGANIZATION: “Organization” means The JamCan Development Foundation.

2.4 BY-LAW: “By-Law means these regulations, also called the Constitution, and any other By-Law of the JamCan Development Foundation from time to time in force.

2.5 BOARD: “Board” means the Board of Directors of the JamCan Development Foundation.

2.6 OFFICER: “Officer” means the Chair, Vice-Chair, Secretary and Treasurer.

2.7 DIRECTOR: “Director” means each and every member of the Board, including Officers.

2.8 EXECUTIVE DIRECTOR	“Executive Director” means the person who, subject to the direction of the Board, supervises and controls the operations of the Corporation.
2.9 MEMBER:	“Member” means any member of the Boards of Directors of the JamCan Development Foundation, Caribbean African Canadian Social Services (CAFCAN), and Jamaican Canadian Association (JCA).
2.10 ACT:	“Act” means The <i>Canada Corporations Act.</i> , R.S.C. 1970, Chapter c-32, as amended, or any statute enacted in substitution therefor, from time to time.

3.0 OBJECTIVES

To improve the condition and development of less privileged members of the community comprised of Jamaican-Canadians, people from the Caribbean, African Canadians and their descendants.

Areas of particular concern are youth development, social and human services, education, health, poverty reduction, and senior citizens. To this end the Foundation will:

- 3.1 Solicit and accumulate funds to enable the development of less privileged groups in the designated communities;
- 3.2 Manage the funds accumulated in order to produce additional amounts;
- 3.2 Disburse funds as needed to registered charities (particularly the Jamaican Canadian Association and the Caribbean African Social Services) that serve the designated communities.

4.0 MEMBERSHIP

4.1 Composition

Membership in the Foundation shall consist of such persons as are from time to time the following, each of whom has consented to act as a member:

- 4.1.1 the members of the Board of Directors of JCA;
- 4.1.2 the members of the Board of Directors of CAFCAN;
- 4.1.3 the four (4) Executive Officers of the Foundation.

4.2 Classes

There shall be one (1) class of membership in the Foundation.

4.3 Transfer of Membership

Membership in the Foundation is not transferable.

4.4 Termination of Membership

A membership in the Foundation automatically terminates upon the happening of any of the following events:

- 4.4.1 if a member, in writing, resigns as a member of the Foundation;
- 4.4.2 if a member dies; or
- 4.4.3 if a member ceases to hold one of the positions described in section 4.1.

4.5 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Foundation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Foundation.

5.0 BOARD OF DIRECTORS

5.1 Board

The affairs of the Foundation shall be managed by a Board composed of a minimum of five (5) and a maximum of eleven (11) Directors, which shall include: The *ex-officio* Directors (the Chair of the Board of the Caribbean African Canadian Social Services (CAFCAN) and the President of the Jamaican Canadian Association (JCA). The number of Directors shall be fixed from time to time by Special Resolution.

5.2 Elected Directors

Elected Directors, subject to the provisions of section 5.4 shall be elected in the manner set out in Article 6 each of whom, subject to the provisions of the Letters Patent and the Supplementary Letters Patent, shall hold office until the third annual meeting after election to office or until the successor of the Director has been elected and qualified.

5.3 Ex Officio Directors

Subject to the provisions of any Special Resolution changing one or both the number and identification of offices of *ex officio* Directors, the persons holding the office of President of JCA and Chairperson of CAFCAN shall be *ex officio* Directors of the Foundation.

5.4 Qualifications

Each Director shall:

- 5.1.1 be at least eighteen (18) years of age;
- 5.1.2 not be an undischarged bankrupt or a mentally incompetent person; and
- 5.1.3 be able to make a substantial financial contribution to the foundation.

If a person becomes bankrupt or mentally incompetent, he/she thereupon ceases to be a Director. The vacancy may be filled as prescribed in Article 5.5.

5.4 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the eligible voting members.

5.5 Vacancies

So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall forthwith call a special general meeting of members to fill the vacancies on the Board.

5.6 Removal of Directors

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by a majority of the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

5.7 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration; provided, however, that Directors shall be entitled to be reimbursed for reasonable expenses incurred in carrying out their duties.

5.8 Responsibility for Acts

The Directors of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

6.0 ELECTION OF THE BOARD

6.1 Election in Rotation

Subject to the provisions of the Act, Directors shall be elected by members entitled to vote and shall retire in rotation.

The first Board will have directors appointed for terms of one (1), Two (2) and three (3) years.

A Director whose term of office has expired may be re-elected for a term ending at the third annual meeting following the Director's election.

6.2 Term of Office

The term of office of Director shall be three (3) years.

6.3 Re-Election

A Director, if otherwise qualified, is eligible for election for two (2) consecutive full three (3) year terms and thereafter is not eligible for re-election until a period of at least eleven (11) months has elapsed from the date of retirement of such Director.

Provided however that this section 6.3 shall not apply so as to prevent any person who is an Executive Officer to continue to serve as a Director for the remainder of the traditional cycle, if any, of service in office then in progress.

6.4 Elections

At each annual meeting a number of Directors equal to the number of Directors retiring shall be elected for the term of office established in section 5.2.

6.5 Nominations

Candidates for the office of Director shall include:

- 6.5.1 the slate of candidates for office proposed by a Nominating Committee, if any;
- 6.5.2 and the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of Directors is held.

6.6 Election Method

- 6.6.1 Where the number of candidates nominated is equal to the number of offices to be filled, the Chair of the meeting shall declare that each candidate has been elected by acclamation.
- 6.6.2 Where the number of candidates nominated is greater than the number of offices to be filled, the election shall be by ballot.

6.7 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

7.0 MEETINGS OF DIRECTORS

7.1 Calling Meetings

Meetings of the Board may be held at any place within the Greater Toronto geographic location of the head office as designated in the notice calling the meeting. Meetings of the Board may be called by the Chair of the Board, the Vice-Chair, the Secretary or any two (2) Directors.

7.2 Notice of Meetings

Subject to the provisions of section 6.3, notice of Board meetings shall be given to each Director not less than five (5) days before the date of the meeting using any appropriate method(s) as determined by the Board (electronic, print, letter post, website, other).

The statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

7.3 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. The Board shall hold a meeting within seven (7) days following the annual meeting of the Corporation for the purpose of organization, the election and appointment of officers and the transaction of any other business.

7.4 Meetings by Electronic Conference

If all persons who are members of the Board or of a Committee (as the case requires) consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board or Committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

7.5 Voting

At all meetings of the Board, each Director, including an ex officio Director, shall be entitled to one (1) vote for each matter brought before the Board.

8. MEETINGS OF THE MEMBERS

8.1 Annual Meeting

The annual meeting of the members shall be held each year within the GTA geographical location of the head office, at a time, place and date determined by the Board, for the purpose of:

- 8.1.1 hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an annual meeting;
- 8.1.2 electing such Directors as are to be elected at such annual meeting;
- 8.1.3 appointing the auditor and fixing or authorizing the Board to fix the remuneration therefor, and
- 8.1.4 the transaction of any other business properly brought before the meeting.

8.2 Meetings by Electronic Conference

If all persons who are members entitled to vote consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting.

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

8.3 Special General Meeting

The Board may at any time call a special general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A special general meeting of members may also be called by the Directors or the Chair of the Board upon the written requisition of the minimum of twenty percent (20%) of the members entitled to vote.

8.4 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member (and in the case of an annual meeting to the auditor of the Corporation) by sending the notice by any one of the methods set out in Section 16.1.

8.5 Quorum

A quorum for the transaction of business at meetings of the members shall be 51 per cent of the eligible members. (50 per cent plus one.)

8.6 Voting by Members

Unless otherwise required by the provisions of the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes the chair may cast the vote to break the tie.

8.7 Adjournments

Any meeting of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

9. OFFICERS

9.1 Executive Officers

There shall be the following Executive Officers:

- 9.1.1 The Chair of the Board, the Vice-Chair, the Secretary and the Treasurer;
- 9.1.2 the Chair of the Board shall be elected by the members following the election of Directors at the annual meeting and shall be elected from among the Directors;
- 9.1.3 the remaining Executive Officers shall be appointed by and from the Board at the first meeting of the Board following the annual meeting;
- 9.1.4 all Executive Officers shall hold office for a term of one (1) year and shall be eligible for re-election or re-appointment, as applicable;

9.1.5 the Executive Officers shall not be entitled to remuneration for acting as such, but be entitled to be compensated for reasonable expenses incurred in carrying out their duties.

Additional Executive Officers may only be added by an amendment to this by-law

9.2 Duties of the Chair of the Board

The Chair of the Board shall, when present, preside at all meetings of the Board and members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties from time to time prescribed by the Board or incident to the office. In the event that there shall be no Executive Director in office, the Chair shall carry out or delegate those duties.

9.3 Duties of the Vice-Chair

The Vice-Chair shall perform the duties from time to time prescribed by the Board or incident to the office. During the absence or inability of the Chair of the Board to act, the duties and powers of the Chair of the Board may be exercised by the vice-Chair. If the Vice-Chair exercises any of those duties or powers, the absence or inability of the Chair of the Board to act shall be presumed with reference thereto.

9.4 Duties of the Secretary

The Secretary shall act as Secretary of each meeting of the Corporation, the Board (or delegate those duties to another person); shall attend all meetings of the Board and members to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and Directors; shall be the custodian of the corporate seal of the Corporation, if any, and of all books, papers, records, correspondence and documents belonging to the Corporation; and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.5 Duties of the Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall deposit all moneys or other valuable effects in the name and to the credit of the corporation in the bank or banks from time to time designated by the Board (or delegate these duties to another person); shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor; shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation during any audit of the accounts of the Corporation, and shall perform the other duties from time to time prescribed by the Board or incident to the office.

9.6 Duties of the Executive Director

The Board shall appoint an Executive Director who shall be the chief executive officer of the Corporation, and who shall, subject to the direction of the Board and or the Chair of the Board, supervise and control the operations of the Corporation. The Executive Director shall have the right to receive notice of, to attend, to speak (but not to vote) at all meetings of the Board, any committee of the Board and the members of the Corporation, except those meetings at which the terms of employment, discipline or discharge of the Executive Director are discussed.

9.7 Board Appoint Other Officers

The Board may from time to time appoint such other officers as it considers expedient, to hold office at the pleasure of the Board, the duties and remuneration of whom shall be such as the terms of their engagement call for or the Board prescribes. Such other officers appointed shall not be Executive Officers for purposes of paragraph 8.1 of this by-law.

9.8 Removal from Office

- 9.8.1 Any officer, other than the Chair of the Board, may be removed and replaced by resolution of the Board at a meeting at which notice of intention to present such resolution has been given to all Directors.
- 9.8.2 The Chair of the Board may be removed and replaced by the members of which notice of intention to present such resolution has been given to all members and to the Board of Directors.

10.0 COMMITTEES

10.1 Standing and Ad Hoc Committees

There shall be such Standing and Ad Hoc Committees for such purposes as the Board may, by resolution, determine from time to time.

10.2 Rules Governing Committees

All Committees are subject to the following, except as otherwise provided by by-law of the Corporation:

- 10.2.1 The Chair and members, one of whom shall be a member of the Board, shall be appointed by the Board from among the members and, where necessary, non members of the Corporation who are qualified to hold office;
- 10.2.2 the term of office for each Committee member ends at the annual meeting of members, and each is eligible for reappointment for one or more additional terms;
- 10.2.3 frequency of meetings and reports to the Board shall be at the will of the Chair or as required by its terms of reference, and as requested by the Board;
- 10.2.4 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

11.0 PROTECTION OF DIRECTORS AND OFFICERS

11.1 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent and accidental conduct), receipts, neglects, omissions, or defaults of such Director or officer or of any other Director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- 11.1.1 insufficiency or deficiency of the title to any property acquired by the Corporation or for or on behalf of the Corporation;
- 11.1.2 insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- 11.1.3 loss or damage arising from the bankruptcy or insolvency of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- 11.1.4 loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- 11.1.5 loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto;
- 11.1.6 loss or damage arising from any willful act, of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

11.2 Indemnification of Directors and Officers

Every person, (including their respective heirs, executors and administrators, estate, successors and assigns) who:

- 11.2.1 is a Director; or
- 11.2.2 is an officer of the Corporation; or
- 11.2.3 is a member of a Committee; or
- 11.2.4 has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a Director or officer or employee or volunteer of such corporation;

Shall upon approval of the Board from time to time, be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) out of the funds of the Corporation, from and against all costs, charges and expenses which each person sustains or incurs:

- 11.2.5 in or relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- 11.2.6 in relation to the affairs of the Corporation generally.

Save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default. The Corporation shall also, upon approval by the Board from time to time, indemnify any such person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

11.3 Insurance

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a Director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

- 11.3.1 property and public liability insurance;
- 11.3.2 Directors' and officers' insurance; and
- 11.3.3 such other insurance as the Board sees fit from time to time; with coverage limits and with insurers deemed appropriate by the Board from time to time.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to cooperate fully with the Corporation in the defense of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12. EXECUTION OF DOCUMENTS

12.1 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and one other officer or officers or person or persons and in the manner from time to time prescribed by the Board.

12.2 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the Chair of the Board, Vice-Chair, Secretary, Treasurer or Executive Director, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

12.3 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

13. BANKING ARRANGEMENTS

13.1 Board Designate Bankers

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- 13.1.1 operate the Corporation's accounts with the banker,
- 13.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money.
- 13.1.3 issue receipts for and orders relating to any property of the Corporation;
- 13.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- 13.1.5. Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

13.2 Deposit of Securities

The securities of the Corporation shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

14. BORROWING BY THE CORPORATION

14.1 General Borrowing Authority

Subject to the limitations set out in the by-laws or in the Letters Patent or Supplementary Letters Patent of the Corporation, the Board may:

- 14.1.1 borrow money upon the credit of the Corporation;
- 14.1.2 limit or increase the amount to be borrowed;
- 14.1.3 issue debentures or other securities of the Corporation;
- 14.1.4 pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- 14.1.5 secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

14.2 Specific Borrowing Authority

From time to time the Board may authorize any Director or officer of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

15. FINANCIAL YEAR

15.1 Financial Year Determined

The financial year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time by resolution determine

16. AUDITOR

16.1 Annual Appointment

The members of the Corporation at each annual meeting shall appoint one or more auditors (none of whom shall be a Director, officer or employee of the Corporation unless the appointment is approved by all of the members entitled to vote), to audit the accounts (including the financial statements) of the Corporation and to report thereon to members at the annual meeting, to hold office until the close of the next annual meeting, and, if an appointment is not so made, the auditor in office until a successor is appointed.

16.2 Notice of Intention to Nominate

A person, other than a retiring auditor, is not capable of being appointed auditor at an annual meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given by a member and not less than fourteen (14) days before the annual meeting; and the member shall send a copy of any such notice to the retiring auditor and to the person it is intended to nominate, and shall give notice thereof to the members, either by advertisement or by notice in the manner set out in Article 16, no less than seven (7) days before the annual meeting.

16.3 Vacancy in the Office of Auditor

The Board may fill any casual vacancy in the office of auditor, but while the vacancy continues the surviving or continuing auditor, if any, may act.

16.4 Removal of Auditor

The members, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of the term of office of the auditor, and shall by a majority of the votes cast at that meeting appoint another auditor in the place and stead of such person for the remainder of the term.

16.5 Remuneration of Auditor

The remuneration of an auditor appointed by the members shall be fixed by the members, or by the Board if authorized to do so by the members, and the remuneration of an auditor appointed by the Board shall be fixed by the Board.

17. NOTICE

17.1 Method of Notice

Except where otherwise provided in this By-Law notice shall be validly given using the appropriate method (s) of notification (email, postal, print, electronic, web site, other) determined by the Board.

The statutory declaration of the Secretary or Chair of the Board that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

17.2 Omissions and Errors

The accidental omission to give notice of any meeting of the Board, Committee or members or the non-receipt of any notice by any Director or member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18. BY-LAWS AND AMENDMENTS

18.1 Requirements for Amendment of By-Laws

By-Laws of the Corporation may be amended, repealed, altered, or added to by by-law enacted by a majority of the Board and sanctioned by at least two thirds (2/3) of the votes cast at a meeting of members duly called for the purpose of considering the said by-law.

- 18.1.1 By-law amendments may be proposed by any member entitled to vote;
- 18.1.2 No by-law amendment shall be effective unless the Corporation notifies each member entitled to vote on such proposed amendment(s) not less than twenty-one (21) days prior to the meeting of members;
- 18.1.3 Provided that no such repeal, amendment, alteration or addition to the By-laws shall affect anything theretofore done under or pursuant to the By-laws.

19. EFFECTIVE DATE

19.1 Effective Date

This By-law shall become effective after it has been sanctioned by at least two-thirds (2/3) of the votes cast at a meeting of members duly called for the purpose of considering the said by-law, and after the approval of the appropriate ministry in the Government of Ontario.

ENACTED by the Directors as a By-law of the ***JAC Development Foundation*** and sealed with

the corporate seal this _____ day of _____, 2014.